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 Attorneys for Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

Case Nos. BK-S-06-10725 LBR
 Case Nos. BK-S-06-10726 LBR
 Case Nos. BK-S-06-10727 LBR
 Case Nos. BK-S-06-10728 LBR
 Case Nos. BK-S-06-10729 LBR

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

Chapter 11

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC
 Debtor.

Jointly Administered Under
 Case No. BK-S-06-10725 LBR

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

**DECLARATION OF DAVID W. HUSTON IN
 SUPPORT OF APPLICATION BY DEBTOR
 AND DEBTOR-IN-POSSESSION FOR
 AUTHORIZATION TO RETAIN AND
 EMPLOY DAVID W. HUSTON AS SPECIAL
 CONFLICTS COUNSEL UNDER GENERAL
 RETAINER**

In re:
 USA SECURITIES, LLC,
 Debtor.

**[AFFECTS USA COMMERCIAL
 MORTGAGE COMPANY]**

Affects:

- ☐ All Debtors
- ☒ USA Commercial Mortgage Company
- ☐ USA Capital Realty Advisors, LLC
- ☐ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA Capital First Trust Deed Fund, LLC

Date: N/A
 Time: N/A

1 DAVID W. HUSTON states and declares as follows:

2 1. I am an attorney and counselor at law, duly admitted to practice before all Courts of
3 the State of Nevada and before the United States District Court for the District of Nevada.

4 2. I maintain an office at 601 South Seventh Street, 2nd Floor, Las Vegas NV 89101.

5 3. The Debtor, USA Commercial Mortgage Company ("USACM") wishes to retain
6 me as Special Conflicts Counsel for matters in which its bankruptcy counsel, Ray, Quinney &
7 Nebeker or Schwartz & McPherson Law Firm would have a conflict or an appearance of a
8 conflict. I am experienced in bankruptcy proceedings and am willing to accept as compensation
9 such amounts as may hereafter be allowed by this Court, after notice and hearing. I am willing to
10 accept as compensation such amounts as may hereafter be allowed by this Court, after notice and
11 hearing.

12 4. My hourly rate is \$300.00. I will not seek to raise my rate for a minimum of six (6)
13 months after the date of the entry of the order approving its employment. I reserve the right to
14 seek an increase in hourly rates in accord with the U.S. Trustee's Guideline on this matter.

15 5. I do not represent any interest that is adverse to USACM, its affiliated debtors, the
16 bankruptcy estates, or any other party in interest herein, their respective attorneys and accountants,
17 the U.S. Trustee, or any person employed in the Office of the U.S. Trustee in matters upon which
18 I will be engaged as counsel. In addition to the names of all Defendants hereinabove listed,
19 Exhibit A sets forth the names reviewed to identify any connection or relationship.

20 6. The undersigned has not shared or agreed to share with any other entity, other than
21 with members of the undersigned's law firm, any compensation paid or to be paid.

22 I declare, under penalty of perjury, that the foregoing is true and correct, to the best of my
23 knowledge, information and belief.

24 DATED: June 20th, 2006.


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DAVID W. HUSTON, ESQ.

EXHIBIT A

This information is being provided in connection with the Declaration of Dave W. Huston in support the Application By Debtor And Debtor-In-Possession For Authorization To Retain And Employ David W. Huston As Special Conflicts Counsel. The following names were reviewed to identify any connection or relationship:

USA Commercial Mortgage Company	Debtor
USA Securities, LLC	Debtor
USA Capital Realty Advisors, LLC	Debtor
USA Capital Diversified Trust Deed Fund, LLC	Debtor
USA Capital First Trust Deed Fund, LLC	Debtor
USA Investment Partners, LLC	Affiliated Entities
USA Commercial Real Estate Group	Affiliated Entities
Joseph D. Milanowski	Owners/Directors
Thomas A. Hantges	Owners/Directors
Paul S. Hamilton	Owners/Directors
Ray Quinney & Nebeker	Outside Counsel
Nevada State Bank	Unsecured Creditors
Pecos Professional Park	Unsecured Creditors
Wells Fargo Bank	Unsecured Creditors
Bank of America	Unsecured Creditors
Haspinov, LLC.	Unsecured Creditors
USA Capital RE Group	Unsecured Creditors
Citibank	Unsecured Creditors
US Bank	Unsecured Creditors
Advanced Information Systems	Unsecured Creditors
Goold Patterson Ales & Day	Unsecured Creditors
West Coast Life Insurance Company	Unsecured Creditors
RD Advertising	Unsecured Creditors
Redwood Prop	Unsecured Creditors
Special Order Systems	Unsecured Creditors
Scotsman Publishing, Inc.	Unsecured Creditors
Mesirow Financial Consulting, LLC	Restructuring Consultants